SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this hox if r	no longer subject to
Section 16. Form	
obligations may c	
Instruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

1. Name and Address of Reporting Person* Baird William D III		son*	2. Issuer Name and Ticker or Trading Symbol <u>Axcella Health Inc.</u> [AXLA]	(Check	ionship of Reporting Person(s) to Issuer all applicable)		
(Last) C/O AXCELLA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/22/2019		Director Officer (give title below)	10% Owner Other (specify below)	
840 MEMORIAL DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing (Check Applicable		
(Street) CAMBRIDGE (City)	MA (State)	02139 (Zip)	_	X	Form filed by One Rep Form filed by More tha Person	0	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		·		<u> </u>	,					
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities / Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$14.28	05/22/2019		A		11,000		(1)	05/21/2029	Common Stock	11,000	\$0.00	11,000	D	

Explanation of Responses:

1. This option shall vest and become fully exercisable on the earlier of the first anniversary following the date of grant or the next scheduled Annual Meeting.

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<u>By: /s/ Thomas Leggett, a</u>	S
Attorney-in-Fact	

05/24/2019

Date

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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	OMB Number:	3235-0287
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	hours per response:	0.5